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TS
SURFACE TRANSPORTATION BOARD



January 19, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 11, 2001 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING NC.
1211 Avenue of the Americas, New York, NY 10036

Lessee: GEORGIA-PACIFIC CORPORATION
133 Peachtree Street, NE, Atlanta, GA 30303

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: GEORGIA-PACIFIC CORPORATION, covering (42) covered hopper railcars with reporting marks and numbers – CEFX 95097-95289, NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
New Business/Research Coordinator

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of January, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Georgia-Pacific Corporation, a Georgia corporation, with an address at 133 Peachtree Street, NE, Atlanta, GA 30303 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 11, 2000 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor in accordance with the by-laws of the corporation and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee in accordance with the by-laws of the corporation and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee.

GEORGIA-PACIFIC CORPORATION

By: Robert T. Pugh
Name: Robert T. Pugh
Title: Group Director
Logistics Services

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SURFACE TRANSPORTATION BOARD

STATE OF)
) SS:
COUNTY OF)

On this 07 day of January, 2000 before me personally appears Robert T. Pugh, to me personally known, who by me duly sworn, says that he/she is the Group Director, Logistics Services of GEORGIA-PACIFIC CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company in accordance with the by-laws of the corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Amy R. Thomas
Notary Public

[SEAL]

My Commission expires:

AMY R. THOMAS
Notary Public, State of Georgia
Paulding County
Commission Expires March 23, 2004

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 11th day of January, 2000 before me personally appears Joseph Markowski, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Rose Mary Dinnaught
Notary Public

[SEAL]

My Commission expires

ROSE MARY DINNHAUPT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, ~~199~~
2001

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
42	Newly built 3230 c.f. capacity pressure differential railcars	Listed below

CEFX	95097	CEFX	95219
CEFX	95101	CEFX	95220
CEFX	95102	CEFX	95221
CEFX	95104	CEFX	95222
CEFX	95118	CEFX	95224
CEFX	95119	CEFX	95225
CEFX	95200	CEFX	95226
CEFX	95201	CEFX	95245
CEFX	95202	CEFX	95249
CEFX	95203	CEFX	95252
CEFX	95204	CEFX	95253
CEFX	95205	CEFX	95255
CEFX	95206	CEFX	95259
CEFX	95207	CEFX	95260
CEFX	95209	CEFX	95282
CEFX	95210	CEFX	95283
CEFX	95211	CEFX	95284
CEFX	95212	CEFX	95286
CEFX	95213	CEFX	95287
CEFX	95214	CEFX	95288
CEFX	95218	CEFX	95289